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CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF
INCORPORATION OF WESTOVER WATER AND FIRE PROTECTION
AUTHORITY

The undersigned, as Chairman of the Board of Directors and as Secretary-Treasurer, respectively, of Westover Water and Fire Protection Authority (the "Authority"), a public corporation under the laws of Alabama, hereby certify, in the name and on behalf of the Authority, under its seal, as follows:

1. The Board of Directors of the Authority has heretofore adopted a resolution, a true and correct copy of which is attached hereto and labeled Exhibit A. On the 24th day of June, 1991, the Shelby County Commission adopted a resolution, a certified copy of which is attached hereto and labeled Exhibit B.

2. Each of the aforesaid resolutions is still in full force and effect and neither has been amended, altered or repealed. It is proposed that the certificate of incorporation of the Authority, which was filed for record in the office of the Judge of Probate of Shelby County, Alabama, on May 23, 1966, and there recorded in Corporation Volume 7 at Page 320, as heretofore amended, be further amended as follows:

There shall be added a new Article at the end of the Certificate of Incorporation, as heretofore amended, to read as follows:

"Each director except the chairman of the board shall be compensated in an additional amount (in addition to any other amount to which he shall be entitled) not to exceed \$50 per meeting attended but not to exceed \$800 per year. The chairman shall be compensated in an additional amount (in addition to any other amount to which he shall be entitled) not to exceed \$50 per meeting attended but not to exceed \$1,500 per year.

This 25th day of June, 1991.

WESTOVER WATER AND FIRE
PROTECTION AUTHORITY

By Dwain Barrett Jr.
Chairman of the Board
of Directors

By Joe P. [Signature]
Its Secretary-Treasurer

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BE IT RESOLVED BY THE BOARD OF DIRECTORS OF WESTOVER
WATER AND FIRE PROTECTION AUTHORITY (the "Authority") as
follows:

1. The following amendment to the certificate of
incorporation of the Authority is hereby proposed:

There shall be added a new Article at the end of the
Certificate of Incorporation, as heretofore amended, to read
as follows:

"Each director except the chairman of the board
shall be compensated in an additional amount (in addition
to any other amount to which he shall be entitled) not to
exceed \$50 per meeting attended but not to exceed \$800
per year. The chairman shall be compensated in an
additional amount (in addition to any other amount to
which he shall be entitled) not to exceed \$50 per meeting
attended but not to exceed \$1,500 per year."

2. The directors are hereby authorized and directed
forthwith to file a written application with the governing
body of Shelby County, Alabama, the county in which the
service area of the Authority lies, containing the applicable
statements required by Section 11-88-5 of the CODE OF ALABAMA
1975, attaching thereto a certified copy of this resolution.
If the said governing body shall adopt the resolution referred
to in the said Section, the Chairman of the Board of Directors
and the Secretary-Treasurer of the Authority are authorized to
sign and file for record in the office of the Judge of Probate
of Shelby County the certificate referred to in the said
Section.

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BE IT RESOLVED BY THE SHELBY COUNTY COMMISSION, the governing body of Shelby County, Alabama, as follows:

1. An application in writing dated June 10, 1991, was filed with this Commission to amend the Certificate of Incorporation of Westover Water and Fire Protection Authority, under the provisions of Section 11-88-5 of the CODE OF ALABAMA, 1975.

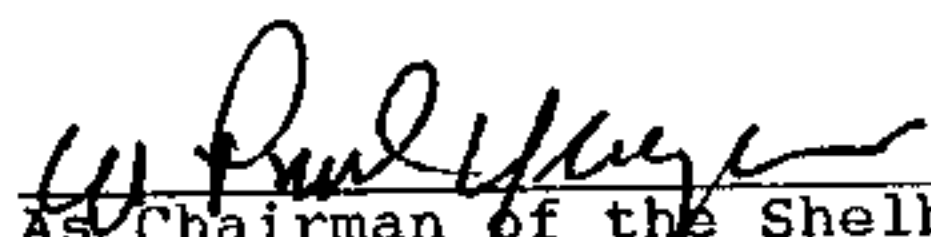
2. The said application has been reviewed by this Commission and it has been found and determined as a matter of fact that the statements in the said application are true.

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CERTIFICATE OF CORRECTNESS

The undersigned, as Chairman of the Shelby County Commission, the governing body of Shelby County, Alabama, hereby certifies that the foregoing is a true, correct and complete copy of a resolution duly adopted by the said governing body on the 24th day of June, 1991, and that the said resolution is still in full force and effect and has not been altered, amended or repealed.

WITNESS MY SIGNATURE, as Chairman of the said governing body, under the seal thereof, this 24th day of June, 1991.


As Chairman of the Shelby
County Commission

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STATE OF ALABAMA

SHELBY COUNTY

IN THE MATTER OF THE PROPOSED AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF WESTOVER WATER AND
FIRE PROTECTION AUTHORITY

On this 25th day of June, 1991, there was filed for record in this office a certificate respecting proposed amendment to the certificate of incorporation of Westover Water and Fire Protection Authority (herein called the "Authority") pursuant to the provisions of Article 1 of Chapter 88 of Title 11 of the CODE OF ALABAMA 1975. Attached to the certificate were certified copies of resolutions adopted by the Board of Directors of said Authority and the governing body of Shelby County, Alabama, all in accordance with Section 11-88-5 of the said Code. The undersigned Judge of Probate has promptly examined all of such documents for the purpose of determining whether they are complete and regular on their face, and whether the form and contents of the aforesaid proposed amendment comply with the provisions of the said Article.

Upon examination and consideration of all such documents, the undersigned expressly finds as a fact all such documents are complete and regular on their face and that the form and contents of the proposed amendment comply with the provisions of the said Article, and it is herewith so ordered, adjudged and decreed.

It is further ordered, adjudged and decreed that all such documents, together with the within order, be forthwith recorded.

Thomas A. Snowden, Jr.
As Judge of Probate of
Shelby County, Alabama

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

91 JUN 25 AM 11:09

JUDGE OF PROBATE

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